

DONELAN, CLEARY, WOOD & MASER, P.C.

ATTORNEYS AND COUNSELORS AT LAW
SUITE 750
1100 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-3934

OFFICE: (202) 371-9500

TELECOPIER: (202) 371-0900

June 7, 1996

Recordation No. 18905-L

Dear Mr. Williams:

On behalf of NATIONSBANK, N.A., as Agent, I submit for filing and recording under 49 U.S.C. § 11301 and the regulations applicable thereunder, counterparts of a secondary document, not previously recorded, entitled Partial Termination of Security Agreement ("Termination"), made as of January 2, 1996.

The party executing the enclosed Termination is:

NATIONSBANK, N.A., as Agent
4th Floor Pavilion
1111 East Main Street
Richmond, VA 23277-0001

— TERMINATING PARTY

The said Termination is a termination of the security interest in ^{fifteen (15)} ~~twenty (20)~~ locomotives from the encumbrance of that certain Security Agreement between NATIONSBANK, N.A., as Agent and Helm-Atlantic Associates recorded under Recordation No. 18905, and the Termination should be recorded under the next available letter under Recordation No. 18905, which we believe is "L".

The equipment covered by the Termination is all equipment covered in Exhibit A thereto, namely ¹⁵ ~~20~~ SD45-2 locomotives.

A short summary of the Termination to appear in the Surface Transportation Board Index is as follows:

"Termination of ^{fifteen} ~~twenty~~ locomotives from Security Agreement under 18905."

Enclosed is a check in the amount of twenty-one dollars (\$21.00) in payment of the filing fee.

Counterparts - J. H. Harrison

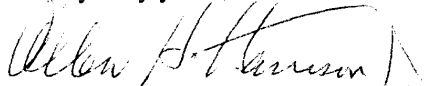
18905-L

JUN 7 12 06 PM '96

SURFACE TRANSPORTATION BOARD

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,



Allen H. Harrison, Jr.
Attorney for NATIONSBANK, N.A.,
as Agent for the purpose of this
filing.

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Enclosures

BY-HAND

8350-020

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20425-0001

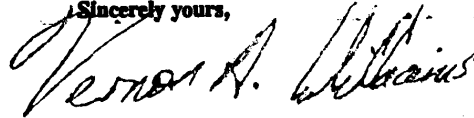
6/7/96

Allen H. Harrison, Jr.,
Donelan, Cleary, Wood & Maser, P.C.
1100 New York Avenue, NW., Ste. 750
Washington, DC., 20005-3934

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of
the Interstate Commerce Act, 49 U.S.C. 11303, on 6/7/96 at 12:10PM , and
assigned recordation number(s). 18905-L.

Sincerely yours,

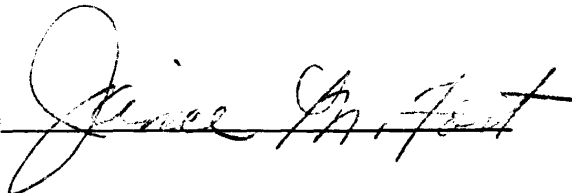


Vernon A. Williams
Secretary

Enclosure(s)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



18905-L

PARTIAL TERMINATION OF
SECURITY AGREEMENT

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT ("Partial Termination") is made as of January 2, 1996, by NationsBank, N.A., a national banking association, as agent ("Agent"), for the benefit of Helm-Atlantic Associates Limited Partnership, a Delaware limited partnership ("Helm-Atlantic Associates").

1. Recitals. Helm-Atlantic Associates owns the ^{fifteen (15)} ~~twenty (20)~~ locomotives bearing Association of American Railroad Designation Numbers as listed on Exhibit A attached hereto (the "Units"). Helm-Atlantic Associates has granted a blanket security interest in all of its assets now owned or hereafter acquired (the "Collateral"), to the Agent upon the terms and conditions provided in that certain Security Agreement dated as of July 20, 1994 between Helm-Atlantic Associates and the Agent (the "Security Agreement") and filed at the Surface Transportation Board of the Department of Transportation ("STB"), formerly known as the Interstate Commerce Commission, under Recordation No. 18905. G86

Helm-Atlantic Associates is planning to sell the Units to third parties as permitted by the Security Agreement and desires to do so free and clear of any lien or security interest of the Agent. Pursuant to the terms of the Security Agreement, the Agent and Helm-Atlantic Associates desire to terminate the Agent's security interest in the Units.

2. Termination of Security Interest. The Agent's security interest in the Units shall be and is hereby terminated upon the filing of this Partial Termination with the STB and all of the Agent's right, title and interest in and to the Units shall and has become null and void.

This release shall have no effect on the Agent's security interest in and lien on any collateral other than the Units and said security interest in and lien on such other collateral is hereby reaffirmed.

IN WITNESS THEREOF, the Agent, pursuant to due authority, has executed this Partial Termination on the date indicated below its signature.

NATIONSBANK, N.A., as Agent

By: E. Turner Logan

Title: Senior Vice President

Date: 6/7/96

EM

STATE OF VIRGINIA

City
COUNTY OF Richmond

)
) S.S.
)

On this 7 day of June, 1996, before me, personally appeared _____ to me personally know, who being by me duly sworn, says that he is a E. TURNER COOPER of **NATIONSBANK, N.A.**, that said instrument was signed on behalf of said association by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Mary Ellen Veth
Notary Public

My Commission Expires:

10/31/98

EXHIBIT A

Equipment Description:

Fifteen (15) SD45-2 locomotives

Units' Mark & Designation Numbers:

OLD:	NEW:
SP 6767	HATX 938
SP 6768	HATX 939
SP 6769	HATX 940
SP 6773	HATX 941
SP 6774	HATX 926
SP 6775	HATX 942
SP 6776	HATX 925
SP 6778	HATX 932
SP 6779	HATX 927
SP 6780	HATX 933
SP 6782	HATX 943
SP 6785	HATX 928
SP 6787	HATX 944
SP 6789	HATX 929
SP 6790	HATX 936